

From: Will Graylin <wgraylin@roamdata.com>
To: Christopher ROTSART
Sent: 9/17/2012 1:41:33 PM
Subject: Re: TR: roadmap and IP

Christopher,

Just because you sent me an email to me, does not mean you have my agreement and my permission to start transferring IP that does not belong to Ingenico. Your assumption that the reader IP belongs to ROAM was already incorrect, then to further transfer them further to Ingenico without my explicit permission and without any commercial agreement in place was a real mistake. Apparently you are still not comprehending the gravity of the situation. Your actions and assumptions are threatening the very fabric of ROAM's relationship with its most important supplier. You are transferring value from one company to another company unilaterally without agreement or consideration. There is an apparent lack of respect for the IP or BBPOS and ROAM, and for my role as CEO of ROAM.

Regarding your performance in working with the team, we need to discuss in person. Clearly we have different expectations of your role.

See you in the office.

Will

Will Wang Graylin
 CEO, ROAM Data, Inc.
 mobile: +1 781 521 0755
 office: +1 857 254 2345
 www.roamdata.com

From: Christopher ROTSART <Christopher.ROTSART@ingenico.com>
Date: Sunday, September 16, 2012 12:02 PM
To: Will Graylin <wgraylin@roamdata.com>
Subject: TR: roadmap and IP

Will,

I strongly deny the allegations listed in your email.

G4X/EMV reader technology : I'm more than surprised by your statement as we had multiple discussions (with the attached email as a clear demonstration) on this topic about the opportunity to leverage Roam technology to accelerate the development by Ingenico of the iTMP. Before the workshop in Hong-Kong, the strategy about the EMV swiper has been shared with you

"I'll need quickly to get information & possibly source code of the audio path connectivity to be ported on Telium for the PCI PTS EMV swiper scenario with Valence. I will address this during my visit on HK. Objective is to go fast with BBPOS on the non PCI PTS & also on Valence side with PCI PTS version. I want to avoid redeveloping bricks that we already own. In regards to relationship with Ben, he may be reluctant so as you'll be there, please address this topic".
 (Attached email, 06/28)

As Roam has been using BBPOS as a design house for swiper. we are leveraging ingenico internal development capacity to develop this EMV product This approach will be profitable to Roam to the extend that Roam will benefit from ingenico's design capacity & technology. In order to proceed to such development exercise we obviously have to feed ingenico with information which do not amount to a transfer of technology. This Group approach may result in significant development cost saving, reliability of development path. As discussed with Christopher Coonen, this integration of Roam Data's solution into this EMV product was designed to give Roam access to a wider market thereby granting Roam a higher return on its intellectual property. We would thereby increase value of the company and taking into account the interest of all the shareholders including minority shareholder.

My general duties are defined in the job description and my activities are in line with this list.

· Defines the Mobility Payment Business Line product strategy for the solutions (hardware, software, wallet,...) – currently comprised of iPA, iSMP and ROAM Data offers – and identifies opportunities to expand Ingenico's offering over time in a product range framework – short-term focus to develop a complete ROAM swipe range incl. nfc, chip & signature and eventually chip & pin

- Develops customised solutions to meet specific needs of Ingenico regions and customers, leveraging existing [global] solutions
- Manages the solutions through the roadmap process
- Ensures that solutions are developed and deployed to meet customer expectations: "on quality and on-time"
- Ensures that engineering resources effectively support roadmap deliverables
- Deploys TTM KPIs
- Reassesses existing Roam organization, talent and headcounts as currently budgeted in order to build the optimal team
- Hires, trains and motivates world-class product management and engineering talent
- Supports the Mobility Payment Business Linesales and marketing teams and the regions to develop responses to major customer requests, including tenders, requests for proposal (RFP) and requests for information (RFI).

Over the last months, I set up several meetings & workshops with both Roam Data and Ingenico engineers to define architectures & to manage the international implementation of Roam Data solutions. As results, the Mobility Business Line E2E Solutions presented to Ingenico Regions during several workshops, with most recent one in Singapore last week, have been built leveraging both ingenico & Roam Data bricks ; bringing positive feedbacks on our RoamPay X & MCM offering and perspective. Our first non-English implementations will be launched within next month and/or demonstrated for Cartes show, in line with our Roadmap solution strategy.

Process of developments with Valence R&D may be less agile than what may be done with a small design house, nevertheless, the products to address Chip & Pin, EMV Chip & Sign markets are well engaged to complete devices portfolio.

Product configurations for our current swiper products from BBPOS have been clarified. In regards to your decision to define a direct reporting between Ben Lo & you, I emphasized several times the lack of involvement from BBPOS to set up schedule, project management basics & management improvement plan in spite of multiple templates I prepared for him.

Roam Data Organization adjustment proposals have been discussed at several occasions and you made, as CEO, your decision to keep the current one.

Worked with Roam engineering team, schedule follow-up & weekly reporting for international projects with resources allocation are now running for R&D activities and will be our basis for next more complex projects with EMV solutions. Regarding your last comment about open position of hardware PM. You well know that I was close to hire one candidate just before I went to holidays. This candidate finally declined a job offer that we discussed together. Susan explained that she was facing difficulties to find talented candidates as the labor market is tight in Boston. As most recent feedback, she informed me that she is "starting a whole new search to see what (she) can pull".

Best regards,
Christopher

De : Will Graylin [<mailto:wgraylin@roamdata.com>]

Envoyé : jeudi 30 août 2012 14:13

À : Christopher ROTSAERT

Objet : Re: roadmap and IP

Christopher,
Let's discuss the MCM architecture when we talk on the phone.

Regarding your transferring the G4X/EMV reader technology and knowledge to the Ingenico engineering team to build the EMV reader without agreement, does Christopher Coonen know you are doing this? As you know, ROAM is still an independent organization with minority shareholders and we board members have a duty to protect all shareholders and not transfer value out of the company for the interest of one group over the other, this is unlawful. So, I ask you to stop doing these kinds of things on your own and without my explicit consent.

Christopher, you are suppose to be working both for ROAM and Ingenico as Coonen has agreed to have me pay for half your salary and sponsor you in the US. So far I am not pleased with the work you are doing for ROAM, you do not attend our weekly management meetings most of the time. I asked to run hardware and push G4X and other readers out the door and you have not done that, others have to fill in to drive these projects including myself. You were suppose to hire someone to the hardware product management team to offload people like Chris Miller and this position is still not filled. You seem to be spending much more time on Ingenico than ROAM and what I have asked you to help us on. I like you as an individual, but you must step up to your professional responsibilities based on your employment agreement with ROAM or we need to redefine it.

Talk to you soon,
Will

Will Wang Graylin
CEO, ROAM Data, Inc.
mobile: +1 781 521 0755
office: +1 857 254 2345
www.roamdata.com

From: Christopher ROTSAERT <Christopher.RO TSAERT@ingenico.com>
Date: Wednesday, August 29, 2012 10:41 AM
To: Will Graylin <wgraylin@roamdata.com>
Subject: RE: roadmap and IP

Hi Will,

Sorry, I should have sent you an email specifically.

I'm staying in France until next week with budget discussions on R&D priorities for 2013. I need to make sure that Mobility Business Line is well represented & to ensure that necessary developments will have right level of priority.

Regarding the document I shared with John, I agree there are some areas which still need to be consolidated with the team for 2013 implementation/budget. I computed this version just before sharing with John with objective to discuss when I would be back & also to integrate conclusions from technical workshop with Jerome...

Indeed, from this workshop, they concluded that digging more in the details, not having the MCM a complete front-end would not enable to avoid issues linked to mobile environment. It may be a risk for some markets (my initial rationale) or may oblige to move to a local MCM to address some "closed" markets but the advantage is that it enables to market all what you considered for US...

Benoit planned to set up a call with you. I propose to continue the call to address this topic.

Regarding BBPOS, I attached all files I got from BBPOS (Daniel & Jimmy actually). Most interesting document is the schematic of G4X. For software source code, Ben did not accept to provide any source code file (I'm surprised Ben did not mention this information to you). I asked for during the meeting but without insisting. For documents about protocol, it has been limited to Q&A session on the board between Daniel/Jimmy & ingenico people as BBPOS has few documents formalizing the information.

Best regards,
Christopher

De : Will Graylin [<mailto:wgraylin@roamdata.com>]

Envoyé : mercredi 29 août 2012 14:29

À : Christopher ROTSAERT

Objet : roadmap and IP

Hi Christopher,

I was expecting you back this week for us to discuss things, Benoit tells me you are not back until next week, do you know which day?

There are specific roadmap and IP issues we need to discuss after the management offsite. John Chiu shared what you were pushing to do on MCM architecture, while the general concept we are already aligned, there are two assumptions we need to correct. The team was not fully aware of the assumptions, you need to discuss these things with the larger audience including me so we can properly vet these assumptions for our architecture.

Ben Lo told me that you had him provide you and your Ingenico colleague with various design files of the G3X and G4X reader and various source code while you were in Hong Kong in July.

Can you let me know what files you received and forward them to me and our engineering department heads John Chiu and Stone so we can put it in the right place in source control? This is ROAM's IP and we need to have access to this data. I understand you transferred the

data also to Ingenico in France for them to build the iTMP audio jack EMV reader. Can you give me a status on this? As you know we do not have any commercial agreement between ROAM and Ingenico on this matter so please do not transfer anymore data or IP until we sort it out.

I am eager to hear from you.

Regards,

Will

Will Wang Graylin
CEO, ROAM Data, Inc.
mobile: +1 781 521 0755
office: +1 857 254 2345
www.roamdata.com